



One Embarcedero Center • San Francisco, CA 94111 415/398-4510 FAX 415/398-4816

VIA AIR COURIER

July 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO 202 FILED 1425 AUG 1 9 1990 - 1 95 PM

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Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated and March 4, 1996 between the following parties:

Lessor:

Helm Financial Corporation

One Embarcadero Center, Suite 3700

San Francisco, CA 94111

Lessee:

Railtex, Inc.

4040 Broadway, Suite 200 San Antonio, TX 78209

The equipment involved in this transaction is as follows:

Equipment:

Three hundred (300) all steel gondolas (See Schedule A attached

for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Chris Dilley

Administrative Assistant

/cpd

Enclosure

rts011.00

COORDINATES NO 2023 Mue 1 9 man - 1 52 PM

Hassichter und Linke "Mannellong

MEMORANDUM OF PER DIEM LEASE AGREEMENT

THIS MEMORANDUM OF PER DIEM LEASE AGREEMENT (the "Memorandum") is made as of March 4, 1996 and is intended to evidence that certain Per Diem Lease Agreement dated as of March 4, 1996 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and RAILTEX, INC., a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to lease the three hundred (300) gondola railcars more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSEE LESSOR

WHELM FINANCIAL CORPORATION

RAILTEX, INC.

Richard C. Kirchner Name:

President

Print Name:

SCHEDULE A

To the Memorandum of Per Diem Lease Agreement dated as of March 4, 1996 between Helm Financial Corporation and Railtex, Inc.

THE UNITS

Equipment Description:

Three hundred (300), 52'6", 2,744 cubic foot, 286,000 lbs. gross weight capacity, all steel gondolas with fixed ends and 5'6" high sides.

<u>Unit Numbers:</u>

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DGNO 1001 - 1100

CBNS 1101 - 1200

GSWR 1201 - 1300

	TE OF CALIFORNIA)) S.S.)		
On _ appe	May eared Richard C. Kiro	, 1996, before me, _ chner, President of E	Chas Dillag	personally
X	personally known t	o me -OR-		
<u></u>	<pre>whose name(s) is/ar to me that he/she capacity(ies), and</pre>	re subscribed to the e/they executed the distance that by his/her/the the entity upon beh	tory evidence to be within instrument and same in his/her/theseir signature(s) on the alf of which the per	acknowledged ir authorized he instrument
	Wi	tness my hand and of	ficial seal.	
		Ollis Or THE	NOTARY)	
[Not	tarial Seal]		CHRIS DILLEY Commission # 1083804 Notary Public — California San Francisco County My Comm. Expires Jan 21, 2000	
	TE OF TEXAS)) S.S.)		
On _ appe	May 7 eared <u>Epwin E.E.</u> personally known to		STELLA V. CORTEZ Mgr., FLEET OF RAILTE	personally EX, INC.,
	proved to me on the whose name(s) is/and to me that he/she capacity(ies), and	he basis of satisfacte subscribed to the e/they executed the that by his/her/the the entity upon behaves.	tory evidence to be within instrument and same in his/her/theisir signature(s) on that alf of which the person	acknowledged ir authorized he instrument
With the state of	Wi tarial Seal]	ticle S. Ca	ficial seal. NOTARY	